POMPANO BEACH POLICE & FIREFIGHTERS' RETIREMENT SYSTEM **50 NE 26TH AVENUE BOARD OF TRUSTEES MINUTES SUITE 302 REGULAR MEETING** POMPANO BEACH, FLORIDA APRIL 17, 2023 V V The Board of Trustees convened at the Pompano Beach Police and 0 Firefighters' Pension Office, Pompano Beach, Florida. The Chairman called т Ο Т Е the meeting to order at 3:00 PM. Μ S Е Е 0 D С D Т 0 Chairman Paul O'Connell Т Υ PRESENT: Ε Ν Vice-Chairman Richard Samolewicz 0 Ν S **Trustee Sharra Aaronian** Ν D 0 **Trustee Daniel Christophers** Trustee Vincent Femia Trustee David Hall Trustee Patrick Hanrahan **Trustee Peter McGinnis** Trustee Jorge Rossi Robert Sugarman, Board Attorney ALSO PRESENT: Debra Tocarchick. Executive Director Maureen Femia, Deputy Director Jeff Swanson, Southeastern Advisory (Via Zoom) Chris Greco, Waycross Partners Kathleen MacGilvray, Waycross Partners Michael Barry, Grant & Eisenhofer Lawrence Watts, Nyhart (Via Zoom) Samantha Stento, Nyhart (Via Zoom) Patrick Fletcher, Retired Police Member AUDIENCE TO BE HEARD None **CONSENT AGENDA ITEMS** a) Approval of Agenda of Regular Board Meeting on April 17, 2023 b) Approval of Minutes of Regular Board Meeting on March 20, 2023 c) Approval of Application for Normal Retirement and DROP Entry from Deputy Sheriff Pedro Cordero d) Ratification and Approval of Warrant Log The Chairman asked if any Trustee wished to move an item from the consent agenda to the regular agenda for separate consideration. The Chairman asked to add a DROP Loan Application from Fire Captain Kelli Darracott under the consent agenda.

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MOTION: To ratify and approve the consent agenda items as presented with the addition of approval of DROP loan application from Fire Captain Kelli Darracott. PASSED 9-0.	O'Connell Samolewicz Aaronian Christophers Femia Hall Hanrahan McGinnis Rossi	x	x	X X X X X X X X X X X X X X X X X X X	
The Chairman requested to discuss an item on his Chairman's Report now in order to accommodate the actuary's schedule.					
CHAIRMAN'S REPORT					
Discussion Re the City's Request to Consider Options for Lowering Pension Contributions					
An email was received from Assistant City Manager, Mr. Brian Donovan requesting the Board of Trustees to explore opportunities to lower the City's pension contributions, and more specifically the options to:					
 Delay the 0.10% reduction to the assumed rate of return for one year. Increase the amortization period of the benefit changes in the firefighters' 10/1/2022 collective bargaining agreement from 20 years to 30 years. 					
The Board's actuaries, Mr. Lawrence Watts and Ms. Samantha Stento of Nyhart, were present via electronic media for the discussion. Mr. Watts advised the Board that an informal calculation showed the change to the amortization period could potentially reduce the City's contribution by \$1 million. A more formal calculation has not yet been performed due to the time and cost of doing so. Delaying the assumed investment rate for one year would have a lesser monetary impact than reducing the amortization period.					
Mr. Sugarman asked if Mr. Watts would recommend these changes. Mr. Watts responded in the negative and expressed concerns that extending from a 20-year to a 30-year amortization period for unfunded liabilities would result in negative amortization. This means that even though the City makes all its required contributions, the unfunded liability will grow for a number of years rather than be paid down. Since the Board changed its funding policy from a 30 to 20-year amortization period, there has been no negative amortization. By extending to a 30-year period, the City would experience negative amortization for approximately 7-8 years before the liability would even begin to be paid down.					
Mr. Sugarman asked if the Plan would remain actuarially sound if the Board adopted these changes. Mr. Watts indicated that the definition of					

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actuarially sound would depend on interpretation. It is sound in the sense that it would be projected that there would be funds projected to sustain benefit payments from the Plan as long as the contributions continue to be made. Often actuarial soundness can refer to whether a Plan is fully funded at a certain time and that answer is no.					
Mr. Sugarman asked if Mr. Watts would be willing to sign off on the annual valuation, and if the valuation report would contain any exceptions, should the Board adopt these changes. Mr. Watt's answered that the changes are allowable under state law and allowable under standards of actuarial practice so he could sign off, but it would not be his recommendation to do so.					
Discussion ensued amongst the Trustees regarding the issues.					
MOTION: To increase the amortization period from 20 to 30-years for the firefighters' benefit changes, and to delay the reduction in the discount rate for one year. MOTION WAS WITHDRAWN BY THE MAKER.		x	Х		
Upon discussion it was noted that the City received actuarial impact statements on two occasions for the requested benefit improvements.					
Mr. Sugarman advised the Board that it is within their purview to determine the dollar amount of contributions to be made by the City each year. The actuary determines the minimum amount; and the Board can decide how fast the cost of unfunded liabilities will be paid off.					
It was noted that the Board moved to a 20-year amortization and a lower discount rate to strengthen the pension fund so it was questionable whether these changes would truly help the City because it comes down to a question of pay the cost now or pay the cost later. An analogy to the amortization change would be to look at it as a longer "mortgage" at a higher cost. Further, the principal amount due would actually grow for a few years before it came back down by design because the City would not be making enough contributions in the first years.					
The Trustees agreed that before they could reasonably decide on whether to make these changes, they would like to speak face-to-face with the City Officials so all parties can understand the financial consequences.					
Mr. Watts was asked to briefly discuss the tail volatility issue. He responded that the Plan will experience volatility in the next 5-10 years as the bases from the 1990's tech boom, actuarial gains become fully amortized. The contribution will be expected to grow whether or not the Board accommodates the City's request. Putting more funds in now rather than later would improve the situation.					
Upon discussion, the Board agreed to reserve a special meeting time during the upcoming Educational Symposium and invite City officials to join them for a meeting to discuss the financial implications of their request.					

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Mr. Watts emphasized that the \$1 million cost reduction is an estimate a has not been formally reviewed. Further, he wants to make sure that parties understand that the normal costs associated with future firefighter hired to replace the DROP members will increase.	all				
The Board agreed to set a meeting date for Thursday, May 4, 2023, at 9: AM, at the Hilton Tru. The Chairman will contact Mr. Donovan to conv this information.					
The original motion was withdrawn by the maker. The Board agreed consensus to table the matter until the Trustees can meet with C Officials.					
SOUTHEASTERN ADVISORY SERVICES – JEFF SWANSON					
Presentation by Waycross Partners					
Mr. Swanson introduced Mr. Chris Greco, CEO, and Ms. Kathle MacGilvray, Trading and Client Services, who were in attendance on beh of Waycross Partners' focused core equity strategy.					
Mr. Greco provided a brief overview of the company, his career history a how he ended up joining the team. The presentation was turned over Ms. MacGilvray who discussed the portfolio strategy which consists focused core equity and long/short equity, and the dedicated teams w cover each sector. The focused commitment of management to t specific sector is shown in the performance results. Over the last t years, Waycross has beat the index by over 2% per year net of fees. M Greco reviewed the performance returns for the quarter and the 1,3,5, 10-year periods. He noted when the market does well, Waycross do even better on the up capture; and when the market is down, they lose le therefore providing down market protection. This is a result of remaining consistent in applying the same philosophy and process through the go times and the bad. Mr. Greco reviewed the risk/return ratio noting to Waycross approach does not take excessive risk to reach higher returns.	to of ho he en Mr. & bes ess ng od he				
Mr. Greco reviewed the concept of a core manager and the role it would play within the Plan's asset allocation. A comparison of the returns of the Fund's current large cap managers and Waycross over the 1,3 and 5 year was discussed to show how they could contribute and add value.	he				
Mr. Greco explained the Waycross investment process and the key driv approach they use to seek actively managed equity strategies. Volat markets can provide opportunities to find companies that will stand out, a with their strong past performance, Waycross feels future years of a volat market will present opportunities to make a difference.	tile nd				
Lastly, a review of different allocation strategies was reviewed showi how Waycross would have helped insulate over the negative periods a made a positive impact of the 3 and 5-year periods.					

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MOTION: To retain Waycross Partners as the Plan's focus core equity investment manager subject to successful negotiation of the Investment Manager Agreement, as recommended by Southeastern Advisory Services. PASSED 9-0.	O'Connell Samolewicz Aaronian Christophers Femia			X X X X X X	
Mr. Swanson recommended funding \$10 million to the Waycross portfolio to come from the Plan's large cap value manager, Blackrock. Mr. Greco agreed to manager fees of 45 basis points. Revised Investment Policy Statement	Hall Hanrahan McGinnis Rossi	x	x	X X X X	
Mr. Swanson recommended the revised Investment Policy Statement (IPS) be approved with an edit to Exhibit A to include Waycross since they were just hired as a new manager. The IPS has been reviewed and approved by Mr. Sugarman.					
MOTION: To approve the revised Investment Policy Statement effective 31 days after the policy change is communicated to the Plan Sponsor, the actuary and the Division of Retirement as reviewed by Sugarman, Susskind, Braswell & Herrera and recommended by Southeastern Advisory Services. PASSED 9-0.	O'Connell Samolewicz Aaronian Christophers Femia Hall Hanrahan McGinnis Rossi	x	x	X X X X X X X X X X X X X X X X X X X	
SUGARMAN, SUSSKIND, BRASWELL & HERRERA LEGAL REPORT					
Michael Barry was in attendance on behalf of Grant & Eisenhofer to discuss a Delaware Section 220 Books and Records Demand on Fox News authorized by the Chairman and subject to the Board's approval and ratification.					
Prior to discussing the matter, Mr. Barry reviewed the details of the AmTrust securities matter of which the Fund was one of three lead plaintiffs. Settlement funds were paid out last month and the Board expressed dissatisfaction with the amount received by the Plan.					
The AmTrust case began as a derivative case which later turned into a class action case. It was approved by the Board to settle at \$40 million. When distributing the settlement to stockholders, it equated to \$0.4366 per share. When the Fund first got involved in the case it held about 13,000 shares of the stock; however, by the end the manager had sold down to 161 shares. While engaged in litigation, the Fund must maintain a position to sustain standing; however, it is not required to hold all the shares. The manager in this situation sold off most of the shares during the litigation process, hence the reason why the Fund received a nominal amount in the settlement. Nonetheless, the Board still felt a sense of discouragement in the process and the end result.					

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Mr. Barry proceeded to present the details of the Fox Corporation Books and Record Demand. Fox is currently the defendant in a defamation case brought on by Dominion Voting. The trial was supposed to begin today but is postponed and will begin Tuesday, April 18. It is anticipated that Fox is likely to pay a significant settlement to Dominion and not proceed to trial.					
A Books and Records Demand is a right of a stockholder. The question is whether Fox's Board knew anything that caused harm to the company. The objective is to see if there is a reasonable basis to bring a lawsuit against any Directors or Officers at Fox to recover damages for the company rather than a class action lawsuit against Fox. The derivative action on behalf of the company would be to recover money for the company in connection with settlement claims brought against them. The funds are usually recovered through the Directors and Officers insurance policy or from the Officers and Directors directly. Discussion commenced amongst the Trustees.					
MOTION: To ratify the Chairman's execution of documents authorizing Grant & Eisenhofer to file a Section 220 Books and Records Demand against Fox Corporation, execution of the Retainer Agreement; and to retain a minimum of 10 shares for the length of the process as recommended by Grant & Eisenhofer. DIED ON THE FLOOR FOR LACK OF MOTION.					
The Delaware Section 220 Books and Records Demand will be withdrawn.					
Mr. Sugarman confirmed the Serenitas subscription documents have been reviewed and are ready for execution.					
MOTION: To authorize the Chairman to execute the side letter and subscription documents for the Serenitas Credit Gamma Fund, as reviewed by Sugarman, Susskind, Braswell & Herrera, and recommended by Southeastern Advisory Services. PASSED 9-0.	Samolewicz Aaronian Christophers Femia Hall Hanrahan	x	х	X	
 Mr. Sugarman reported on the following items: The Pennant Park & Entrust Blue Ocean side letters were provided to the respective investment managers and are pending response from their legal team. The Churchill side letter is still under review. Reviewed the March 20 meeting minutes. The class period in the Fig's case was extended. Reviewed the lease renewal for the copier. 				XX	
The Board requested the remaining investment contracts be completed prior to the Educational Symposium since all three new managers will be attending.					
ADMINISTRATIVE AND MISCELLANEOUS ISSUES					

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The Executive Director submitted the Deputy Director's annual performance review and recommended that she be moved to the next step of her salary scale.					
MOTION: To accept the Executive Director's review and salary recommendation for the Deputy Director effective May 6, 2023. PASSED 8-0 (Trustee Femia abstained and filed Form 8B).	O'Connell Samolewicz Aaronian Christophers Hall Hanrahan McGinnis	x		X X X X X X X X X	
CHAIRMAN'S REPORT	Rossi		Х	Х	
The Chairman shared a copy of a letter delivered to Mr. Sugarman from the Firefighters' Union President. "This letter is to provide you notice that in the event of circumstances in which your retained legal representation to both the Pompano Beach Professional Firefighters, I.A.F.F Local 1549 and the Pompano Beach Police and Firefighters' Retirement System results in a conflict of interest, the Union fully expects you and your firm to represent Local 1549 and advise the Pension System to seek outside legal counsel."					
Chairman O'Connell turned the discussion over to Mr. Sugarman to explain the circumstances to the Board. Mr. Sugarman explained that in such cases where an attorney has clients with conflicting interests that rise to an adverse action against each other, the attorney must withdraw from representing both clients.					
Mr. Sugarman conveyed to the Board that he has satisfied the concerns of the union president, and when asked what was said, replied that he cannot divulge his conversations due to client confidentiality without the client's permission. The Board should defer to the union president for more information. The Board questioned whether another letter was issued stating the Retirement System could disregard this communication and Mr. Sugarman responded in the negative.					
To allay the Board's concerns, he called the union president and obtained permission to discuss the conflict and proceeded to inform the Board.					
The Board discussed its concerns regarding a potential conflict of interest in having its attorney represent both the Board and the firefighters' union and agreed to issue an RFP for Legal Services.					
MOTION : To issue an RFP for Legal Services for the Plan. PASSED IN A ROLL CALL VOTE 9-0.	O'Connell Samolewicz Aaronian Christophers Femia Hall Hanrahan		x	X X X X X X X X X	
	McGinnis Rossi	X		X X	

Board of Trustees Minutes April 17, 2023 Page Eight	TRUSTEES	м	s	Y	N
 COMMITTEE REPORTS No Committee Reports were rendered. EXECUTIVE DIRECTOR'S REPORT The Executive Director reported the following: Processed share plan distributions on March 24 for 31 members in the amount of \$1,315,020.33. There are 21 remaining fire members. Mr. Sugarman confirmed that a member may split their rollover between two plans. Staff filed their enrollment paperwork for entry into the GERS Plan effective April 16. Chief Brocato paid for his one year of prior forfeited service in the total amount of \$21,396.07, with interest calculated through April 13. 					
ADJOURNMENT MOTION: To adjourn the April 17, 2023 Board meeting at 5:04 PM. PASSED 9-0. Respectfully submitter Webra Ocarchick Debra Tocarchick, CEBS Executive Director	O'Connell Samolewicz Aaronian Christophers Femia Hall Hanrahan McGinnis Rossi	x	x	****	
DISTRIBUTION: Board of Trustees Robert A. Sugarman, Esq. Pedro Herrera, Esq. Lawrence Watts, Actuary City Manager Mayor and City Commission City Clerk Assistant City Attorney City HR Director President IAFF Local 1549 Marcum					

FORM 8B MEMORANDUM COUNTY, MUNICIPAL, AND OTH	
AST NAME—FIRST NAME—MIDDLE NAME	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE

LASTNAME-FIRSTNAME-MIDDLENAI		NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE Pompano Beach Police & Firefighters' Retirement System				
MAILING ADDRESS 50 NE 26th Avenue, Suite 302	nue, Suite 302 WHICH I SERVE IS A UNIT OF:					
CITY	COUNTY	CITY	COUNTY	OTHER LOCAL AGENCY		
Pompano Beach	BROWARD	NAME OF POLITIC City of Pompano Bea				
DATE ON WHICH VOTE OCCURRED ,	0.402	MY POSITION IS:				
1/ April	2023		ELECTIVE	✓ APPOINTIVE		

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies equally to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing the reverse side and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office MUST ABSTAIN from voting on a measure which inures to his or her special private gain or loss. Each elected or appointed local officer also is prohibited from knowingly voting on a measure which inures to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent organization or subsidiary of a corporate principal by which he or she is retained); to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; and

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you otherwise may participate in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

• You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes. (Continued on other side)

APPOINTED OFFICERS (continued)
 A copy of the form must be provided immediately to the other members of the agency.
The form must be read publicly at the next meeting after the form is filed.
IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:
 You must disclose orally the nature of your conflict in the measure before participating.
 You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.
DISCLOSURE OF LOCAL OFFICER'S INTEREST
1, <u>Vincent Ferrico</u> , hereby disclose that on <u>April (7</u> , 20 <u>27</u> ;
(a) A measure came or will come before my agency which (check one)
inured to my special private gain or loss;
inured to the special gain or loss of my business associate,;
inured to the special gain or loss of my relative, <u>my specified flatilety</u> inured to the special gain or loss of, by
inured to the special gain or loss of, by
whom I am retained; or
inured to the special gain or loss of, which
is the parent organization or subsidiary of a principal which has retained me.
(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:
Increase in her pay due to outstanding performance evaluation
17 28 April 2023
Date Filed Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000. 1

REGULAR MEETING – APRIL 17, 2023

CONSENT AGENDA - WARRANT NOS. 5720 THROUGH 5730

Ratified and Approved on 04/17/2023

WARRANT NO.	PAYABLE TO	DESCRIPTION	AMOUNT
5720	MissionSquare/457 FBO Kyle Stewart	Lump sum distribution of Share Plan account as a result of plan termination on 9/30/2022; partial distribution directly to member; \$13,608.36; and trustee-to-trustee transfer of remaining balance; \$10,000.00, Tota \$23,608.36	23,608.36
5721	Charles Schwab/IRA FBO Steven Hudson	Trustee-to-trustee transfer of Share Plan account as a result of plan termination on 9/30/2022; \$67,054.94	67,054.94
5722	Charles Schwab/403(b) FBO Jeffrey Mair	Trustee-to-trustee transfer of Share Plan account as a result of plan termination on 9/30/2022; \$58,319.50	58,319.50
5723	MissionSquare/457 FBO Carlos Descalzo	Trustee-to-trustee transfer of Share Plan account as a result of plan termination on 9/30/2022; \$72,594.45	72,594.45
5724	Samantha Holt-Emslie	Lump sum distribution of Share Plan account as a result of plan termination on 9/30/2022; \$51,927.73	51,927.73
5725	Nyhart (Ascensus) Xerox Office Depot Travelers	Inv No. 153360DB_202303, 10/1/2022 Actuarial Valuation final billing; \$13,462.50, Actuarial consulting; \$9,717.50, Total \$23,180.00 Inv No. 018520853, March lease; \$150.59, excess print charges; \$168.35, Total \$318.94 Inv No. 300490768001, Office supplies; Total \$112.57 Account No. 2641M2202, casualty and surety crime policy 4/20/2023 to 4/20/2024; \$485.00	24,096.51
5726	MissionSquare/457 FBO Manuel Fuentes	Trustee-to-trustee transfer of Share Plan account as a result of plan termination on 9/30/2022; \$1,974.15	1,974.15
5727	E*TRADE Securities LLC/IRA FBO Michael Walsh	Trustee-to-trustee transfer of Share Plan account as a result of plan termination on 9/30/2022; \$64,924.31	64,924.31
5728	Bank of America	Debra Tocarchick: Sample-McDougald House, Major Adkins; \$1,500.00, Educational Symposium expense; \$447.51, Telephone & internet; \$384.44, Courier; \$167.00, Business lunch; \$113.03, Office supplies; \$21.98, Total \$2,633.96 Maureen Femia: Board meeting supplies; \$131.90, Publications; \$22.99, Total \$154.89 Paul O'Connell: Educational Symposium expense; \$1,125.00, Public Funds Forum hotel deposit; \$332.09, Total \$1,457.09 Daniel Christophers: Board meeting expense, 3/20/2023 \$871.58, Board meeting expense; \$792.63; Total \$1,664.21 Richard Samolewicz: Board meeting expense 3/20/2023; \$192.27	6,102.42

REGULAR MEETING – APRIL 17, 2023

CONSENT AGENDA - WARRANT NOS. 5720 THROUGH 5730

Ratified and Approved on 04/17/2023

5729	Sawgrass Florida UC Fund Daniel Christophers	Inv mgmt. fee quarter ended 3/31/2023; \$16,833.44 Reemployment taxes quarter ended 3/31/2023; \$63.54 Board meeting expense reimbursement, 3/20/2023; \$66.00	17,040.41
	Richard Samolewicz	Board meeting expense reimbursement, 3/20/2023; \$77.43	
5730	Kelli Darracott Florida Department of Revenue Ascensus (Nyhart)	DROP loan net amount to Kelli Darracott; \$20,000.23 Documentary stamps for Kelli Darracott DROP loan; \$70.77 Loan processing fee for Kelli Darracott; \$150.00	20,221.00